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Attorneys for NBC Universal

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>GENERAL MOTORS CORP., <u>et al.</u></b>	)	<b>Case No. 09-50026 (REG)</b>
	)	
<b>Debtors.</b>	)	<b>Jointly Administered</b>
	)	
	)	

**LIMITED OBJECTION OF NBC UNIVERSAL TO NOTICE OF (I) DEBTORS'  
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,  
UNEXPIRED LEASES OF PERSONAL PROPERTY AND UNEXPIRED LEASES OF  
NONRESIDENTIAL REAL PROPERTY AND (II) CURE AMOUNTS RELATED  
THERE TO**

NBC Universal ("NBC"), by and through their undersigned counsel, pursuant to the requirements of the Order Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006, (I) Approving Procedures for Sale of Debtors' Assets

Pursuant to Master Sale and Purchase Agreement with Vehicle Acquisition Holdings LLC, a U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline and Sale Hearing Date; (III) Establishing Assumption and Assignment Procedures; and (IV) Fixing Notice Procedures and Approving Form of Notice, dated June 2, 2009 (the “Sale Procedures Order”) (Docket No. 274) hereby submits this limited objection (the “Limited Objection”) to the proposed Cure Amounts,<sup>1</sup> and to the proposed assumption and assignment of any of the Assumable Executory Contracts to which NBC may be a party. In support of this Objection, NBC respectfully represents as follows:

### **STATEMENT**

1. On June 9, 2009, NBC received a “Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto”, dated June 5, 2009 (the “Cure Notice”).

2. The Cure Notice advised NBC that it was “receiving this Notice because [NBC is] a party to one or more of the Assumable Executory Contracts” and directed NBC to “a secure website which contains information about [NBC’s] Assumable Executory Contract, including amounts that the Debtors believe must be paid to cure all prepetition defaults... .” The Contract Website provides a listing of one contract – identified by “Row ID” number and the following contract type: “Agreement” – and does not list a cure cost for the NBC Assumable Executory Contract. The Cure Notice also advised NBC that it had ten days to object to the proposed assumption and the cure amounts listed in the Contract Website, or it would risk waiving those rights to object.

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<sup>1</sup> Capitalized terms used in this Limited Objection and not specifically identified herein have the meaning given those terms in the Sale Procedures Order.

3. NBC objects to the assumption and assignment of the Assumable Executory Contract on the limited grounds that the Debtors have failed to provide adequate notice of the specific agreement that they intend to assume and assign, and therefore have not and cannot establish their ability to satisfy the conditions to assumption set forth in section 365(b) and 365(f)(2)(B) of the Bankruptcy Code. 11 U.S.C. §365(b) and 365(f)(2)(B). It is unclear based on the listing provided on the Contract Website what specific agreement the Debtors intend to assume and assign.

WHEREFORE, NBC respectfully requests that this Court direct the Debtors to properly identify the contracts it seeks to assume and assign, afford NBC proper notice and opportunity to respond to such notice and to award such other and further relief as is just and equitable.

Dated: June 15, 2009  
New York, NY

Respectfully submitted,

**LATHAM & WATKINS LLP**

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